

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION AND DISCLOSURE STATEMENT OF INES POESCHEL
ON BEHALF OF KELLERHALS HESS ATTORNEYS AT LAW**

INES POESCHEL declares and says:

1. I am partner of Kellerhals Hess Attorneys at law, located at Raemistrasse 5, CH-8024 Zurich, Switzerland (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors including general corporate advice and assisting with the filing of intercompany claims in Switzerland, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these

chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

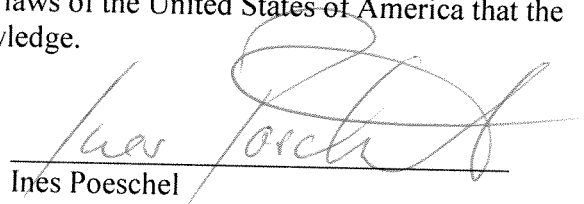
5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$ zero/nil for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.¹

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Dated: Zurich, Switzerland
December 5, 2008


Ines Poeschel

¹ If necessary.

EXHIBIT B

(Retention Questionnaire)

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	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Kellerhals Hess Attorneys at Law, Raemistrasse 5, CH-8024 Zurich

Switzerland

2. Date of retention: December 4, 2008

3. Type of services provided (accounting, legal, etc.):

Legal services

4. Brief description of services to be provided:

General corporate advice and assistance in filing of intercompany claims
on behalf of LBHI (and potentially others) against Lehmann Brothers
Finance SA, Switzerland

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly rates

- (a) Average hourly rate (if applicable):

Average hourly rate for partners CHF 450.--, associates CHF
325.--and legal trainees CHF 250.--

- (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

zero/nil

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ zero/nil

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: \$ zero/nil

Date claim arose: N/A _____

Source of claim: N/A _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A _____

No. of shares: zero/nil _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A _____

Status: N/A _____

Kind of shares: N/A _____

No. of shares: zero/nil _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None _____

11. Name of individual completing this form:

Ines Poeschel _____